

HINDUSTAN COMMERCIAL COMPANY LIMITED

(CIN: U51909UP1984PLC099025)

Registered Office: C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar (UP)-201301

Email-ID: satishagarwal307@yahoo.com, info@hindustancommercial.co.inTelephone: 011- 011-25769111; Website: www.hindustancommercial.co.in**RESULT OF VOTINGS OF NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF HINDUSTAN COMMERCIAL COMPANY LIMITED****Details of the Meeting**

Day	Saturday
Date	January 05, 2019
Time	12:30 P.M.
Venue	Hotel Mint, Plot No. B-40, Block-B, Sector-1, Noida (UP)-201301

Postal Ballot and Remote E-voting

Start Date and Time	Thursday, December 06, 2018 at 09:00 AM
End Date and Time	Friday, January 04, 2019 at 05:00 PM
Cut-off Date	Tuesday, November 27, 2018

Number of Person attended the Meeting either in Person or Proxy: **21** (out of which 17 Equity Shareholders casted their vote and 4 Shareholders did not casted their vote at the Meeting and 30 casted their vote through E-voting)

Item No. 1 of the Notice:

To Approve the Scheme of Amalgamation & Arrangement of M/s Carefree Investment Company Limited (Transferor Company 1), M/s Divine Leasing and Finance Limited (Transferor Company 2), M/s Excellent Commercial Enterprises and Investment Limited (Transferor Company 3), M/s International Resources Limited (Transferor Company 4), M/s Moderate Investment and Commercial Enterprises Limited (Transferor Company 5) with Hindustan Commercial Company Limited (Transferee Company) and their respective shareholders.

Resolution Required				Special, (requisite majority and ¾ in Value)			
Whether Promoters/promoters group are interest in the Resolution				Yes, (upto the extent of their shareholding in the Company)			
Mode of Voting	Total Vote	In favour of Resolution		In favour of Resolution		In favour of Resolution	
		Numbers of votes cast	% of total number of valid votes cast	Number s of votes cast by them	% of total number of valid votes cast	Numbers of votes cast by them	% of total number of valid votes cast
1	2	3	4	5	6	7	8
E-voting	20,00,000	16,36,450	100%	Nil	Nil	Nil	Nil
Postal ballot		Nil	Nil	Nil	Nil	Nil	Nil
Poll		850	100%	Nil	Nil	Nil	Nil
Total		16,37,300	100%	Nil	Nil	Nil	Nil

The 16,37,300 Equity Shares represent 81.87% of the Total Value of Equity Shares of the Company as described in column 2 herein above and the resolution passed accordingly.

Consolidated Scrutinizer's Report

To,
Mr. Sanjay Mani Tripathi
Chairman appointed by Hon'ble NCLT for
the Meeting of Equity Shareholders of
Hindustan Commercial Company Limited

Dear Sir,

Sub: Consolidated Report of Scrutinizer on the results of Voting by way of Remote E-voting, Postal Ballot and poll conducted at the Meeting of Shareholders of Hindustan Commercial Company Limited (The Company) held on Saturday, January 05, 2019 at 12:30 P.M., in pursuance of direction of Hon'ble National Company Law Tribunal, Allahabad Bench vide order dated 15th November, 2018.

I, CS Avi Sangal (ACS: A31713, CP No. 11984) of Avi Sangal & Associates (Company Secretaries), having been appointed as "Scrutinizer" by the Hon'ble Allahabad Bench of National Company Law Tribunal (NCLT) by its Order dated November 15, 2018 for purpose of scrutinizing the voting done through remote e-voting process, postal ballot and voting done by poll at venue of the Meeting of Equity Shareholders of Hindustan Commercial Company Limited (The Company) held on **Saturday, the 05th day of January, 2019 at 12:30 P.M. at Hotel Mint, Plot No. B-40, Block -B, Sector-1, Noida (UP)-201301**, pursuant to the provisions of Companies Act, 2013 and rules made thereunder to approve the Resolution seeking approval of Shareholders to the Scheme of Amalgamation between M/s Carefree Investment Company Limited (Transferor Company 1), M/s Divine Leasing and Finance Limited (Transferor Company 2), M/s Excellent Commercial Enterprises and Investment Limited (Transferor Company 3), M/s International Resources Limited (Transferor Company 4), M/s Moderate Investment and Commercial Enterprises Limited (Transferor Company 5) with Hindustan Commercial Company Limited (Transferee Company) and their Shareholders in terms of the Notice dated November 27, 2018 convening the said Meeting, submit my Report as under:

1. In compliance of the directions issued by Hon'ble NCLT and Section 230(4) read with (i) Section 108 and 110 of the Companies Act, 2013 and (ii) Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided the facility to the equity Shareholders to cast their votes by way of Postal Ballot and through e-voting facility. The Company provided the facility of



- voting through poll (ballot papers) at the venue of the Meeting of Equity Shareholders.
2. The Company appointed Central Depository Services (India) Ltd (CDSL) as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company.
 3. The cut-off date (record date) for the purpose of identifying the Shareholders who will be entitled to vote on the resolution, was November 27, 2018.
 4. The Company completed the dispatch of the Notice along with the Explanatory Statement, postal ballot form and proxy form to the Members whose name appear in the Registrar of Members as on Tuesday, November 27, 2018, by courier on December 01, 2018, as per certificate issued by courier Company i.e. Net Air Express Pvt. Ltd.
 5. The Company had issued an advertisement of Notice of the Meeting on December 04, 2018 in "Financial Express" (English daily) in English and "Jansatta" (Hindi Daily) in Hindi.
 6. The voting rights of the Equity Shareholders was in proportion to their shareholding in the Company as on the close of business hours of Tuesday, November 27, 2018.
 7. The paid-up Equity Share Capital of the Company as on November 27, 2018 (i.e. Cutoff date) was Rs. 2,00,00,000 (Rupees Two Crores) divided into 20,00,000 (Twenty Lacs) fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each.
 8. The voting period for the remote e-voting and Postal Ballot was kept open for Thirty days and commenced on Thursday, December 06, 2018 at 09:00 AM and ended on Friday, January 04, 2019 at 05:00 PM. After the end of the voting period on January 04, 2019 at 05:00 P.M., the e-voting facility was blocked by CDSL.
 9. The Postal Ballot Form received, if any, after 05:00 PM on January 04, 2019, the last date and time fixed by the Company for receipt of the Postal Ballot Form, was not considered.
 10. At the Hon'ble National Company Law Tribunal convened Meeting of Equity Shareholders held on January 05, 2019 at 12:30 P.M., the Chairman of the Meeting had, as statutorily required, called for a Poll to facilitate the members



present in the Meeting, who could not participate in the e-voting and/or postal ballot to record their votes through the poll process.



11. After the time fixed for closing of the poll by the Chairman, one ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
12. The Compliance with relevant provisions of the Companies Act, 2013, Rules made there under and Order of the Hon'ble NCLT in relation to voting in person or by proxy or authorized representative at the NCLT convened Meeting, E-voting or Postal Ballot is the responsibility of the Management. My responsibility as Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render the Scrutinizer's Report based on information provided by the Company.
13. The voting was conducted to consider, and if thought fit to pass the following Resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of the Act, read with the relevant Rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, as may be applicable, or any statutory amendment thereof for time being in force and enabling provisions in the Company's Memorandum and Articles of Association and subject to the such other approvals, permissions, which may be prescribed or imposed by the Allahabad Bench of Hon'ble National Company Law Tribunal (“NCLT”) and/or other regulatory authorities, while granting such consents, approvals, and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as “Board” which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person authorised by it to exercise its power including the power conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation of M/s Carefree Investment Company Limited(Transferor Company 1), M/s Divine Leasing and Finance Limited (Transferor Company 2), M/s Excellent Commercial Enterprises and Investment Limited (Transferor Company 3), M/s International Resources Limited (Transferor Company 4), M/s Moderate Investment and Commercial Enterprises Limited(Transferor Company 5) with Hindustan Commercial Company Limited (Transferee Company) and their respective Shareholders (hereinafter referred to as ‘ the Scheme’), placed before this Meeting and initialled by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.



“RESOLVED FURTHER THAT Mr. Rajat Kumar and/or Mr. Jagbir Singh, Directors of the Company, be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as may deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modification(s), amendments(s) limitations and/or conditions, if any, which may be required and/or imposed by the Allahabad Bench of the Hon’ble National Company Law Tribunal while sanctioning the Scheme of Amalgamation and Arrangement or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may deem fit and proper.”

14. The votes casted through e-Voting facility were duly unblocked by me on January 05, 2019 at 01:26 PM and download the details containing inter alia list of Equity Shareholders, who voted “For” or “Against” the resolution through e-voting were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>, in presence of two witness, whose names are mentioned below and who are not in the employment of the Company.

Sr. No.	Name of witnesses	Signature of witnesses
1.	Naveen Garg	
2.	Shaily Gupta	

15. The locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
16. 21 Members holding 16,29,850 equity shares in aggregate, in number were present in person or proxy, out of which 17 Equity Shareholders holding 850 Equity Shares cast their vote and 4 Shareholders holding 16,29,000 equity Shares did not cast their vote at the Meeting.
17. The vote cast through e-voting module of CDSL were reconciled with the record maintained by the Company. the votes were also scrutinized to eliminate the duplicate voting.



18. No votes were cast through Postal Ballot form.
19. I did not find any poll papers invalid.
20. A list of equity Shareholders who voted "FOR", "AGAINST" through E-voting, Postal Ballot and at Meeting and those whose votes were declared invalid are enclosed as **Annexure-A**.
21. The summery of the result of the E-voting, Postal Ballot together with that of the poll at the NCLT convened Meeting is as under:

- (i) Voted **in favor** of the resolution:

Mode of Voting	Numbers of members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	30	16,36,450	100%
Postal ballot	Nil	Nil	Nil
Poll	17	850	100%
Total	47	16,37,300	100%

The 16,37,300 Equity Shares represent 81.87% of the Total Value of Equity Shares of the Company as described in para 7 herein above.

- (ii) Voted **against** the resolution:

Type of Voting	Numbers of members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Postal ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

- (iii) **Invalid** votes:

Type of Voting	Numbers of members voted	Numbers of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Postal ballot	Nil	Nil	Nil




Avi Sangal & Associates
(Company Secretaries)

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Total	Nil	Nil	Nil
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22. I hereby confirm that I am maintaining the Registers electronically in respect of the votes cast through e-voting, and Poll by the Shareholders of the Company. The Registers, all other papers and relevant records shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Shareholders Meeting and thereafter the same will be handed over to the Board of Directors of the Company for safe keeping.

For Avi Sangal & Associates
(Company Secretaries)


Avi Sangal
Memb. No. A31713
CP No. 11984



Place: Noida
Date: January 05, 2019

Annexure- as above.

Annexure-A: List of Equity Shareholders who casted their vote in “favour” of Resolution through Poll at Meeting & through E-voting and Postal Ballot.

S.No.	Name of the Equity Shareholder	Address	No. of equity shares held	Number of votes
A. At Venue through Poll				
1	MR. RAKESH MAGGOO	C/O RATTAN GUPTA & CO., 4356/4, ANSARI ROAD, DARYAGANJ DELHI - 110002	50	50
2	MR. DILEEP KUMAR THAKUR	880, SADARPUR COLONY, SECTOR-94 NOIDA	50	50
3	MR. VINAY KUMAR MEHTA	42, SAIDULLAJAB VILLAGE NEW DELHI-110030	50	50
4	MR. PRADEEP KUMAR	124(6/130), MANGRI VALLICHIRI PANCHAYAT, TRISSUR KERALA - 679119	50	50
5	MR. PAWAN PANDEY	696-A, GALI NO.-17, WEST GURU ANGAD NAGAR, LAXMI NAGAR NEW DELHI- 110092	50	50
6	MR. ALOK KUMAR SRIWASTWA	HOUSE NO-364, MOHAN MEKINS SOCIETY, SEC- 5, VASUNDHRA, GHAZIABAD	50	50



7	MR. ASHWANI KUMAR RALHAN	B3/153, PASCHIM VIHAR NEW DELHI-110063	50	50
8	MR. UMESH KUMAR	HOUSE NO.-189, SECTOR- 37, FARIDABAD HARYANA	50	50
9	MR. ASHISH ADITYA	C-29/F, BLOCK C, DILSHAD COLONY, DELHI-110095	50	50
10	MR. K RAMAPATI RAO	13-B, ARJUN APPARTMENTS, VIKASHPURI, NEW DELHI-18	50	50
11	MR. DEV SINGH BISHT	AE-324, VASHUNDHARA, GHAZIABAD	50	50
12	MR. JAGDISH PRASAD	4356/4C, ANSARI ROAD, DARYA GANJ, NEW DELHI- 110002	50	50
13	MR. SHESHNATH	VEERPUR, POST PIRAILA NARHARIYA, BANKIT BAYARA, DOMARIYA GANJ, UP-272195	50	50
14	MR. SHASHI KANT GUPTA	A1/1208, 12TH FLOOR, SAYA-2, AHINSA KHAND-II, INDRIAPURAM, GZB-201014	50	50
15	MR. ARVIND AGRAWAL	A1/1208, 12TH FLOOR, SAYA-2, AHINSA KHAND-II, INDRIAPURAM, GZB-201014	50	50
16	MS. ANKITA AGRAWAL	A1/1208, 12TH FLOOR, SAYA-2, AHINSA KHAND-II,	50	50



		INDRIAPURAM, GZB-201014		
17	MS. SAUMYA AGRAWAL	A1/1208, 12TH FLOOR, SAYA-2, AHINSA KHAND-II, INDRIAPURAM, GZB-201014	50	50
	Total of Poll	(A)=	850	850
B. Voting through E-voting Process				
1	ASHOK MAHESHWARI	C 6/211, YAMUNA VIHA, DELHI	300	300
2	ANILA MAHESHWARI	C-6/211, YAMUNA VIHAR, DELHI	300	300
3	ABHA AGARWAL	A-64, ANAND VIHAR, DELHI	300	300
4	ANJANEYA K.	20/20, LODHI COLONY, NEW DELHI	350	350
5	BINA SHARMA	HANSALAYA BLDG. 12TH FLOOR, 15, BARAKHAMBA RO	250	250
6	DINESH KHANNA	C-182, SARVODAYA ENCLAVE, NEW DELHI	300	300
7	GEETA VERMA	2496/9, KUCHA SEWA SAYAL, KATRA DOOLO,	300	300
8	KRISHAN GOPAL MATHUR	A-62, ANAND VIHAR, DELHI	300	300
9	LOHNAK ENTERNATIONAL PVT. LTD	4356/4, ANSARI ROAD, DARYAGANJ DELHI	1230000	1230000
10	AKSHAY COMMERCIAL PVT. LTD	4356/4, ANSARI ROAD, DARYAGANJ DELHI	1000	1000
11	MOHANAN.T	48-F, POCKET-III, MAYUR	50	50



		VIHAR PH-1 DELHI-110091		
12	INDIRA	ST. STEPHINS COLLEGE, DELHI	300	300
13	KANCHAN AGARWAL	13/125, GEETA COLONY, DELHI	250	250
14	KHUSAL SIMGH	S-89, SECTOR XII, NOIDA	300	300
15	KUNDAN SINGH MEHTA	A-75, ASHOK NAGAR, MANDOLI ROA SHAHDARA,	350	350
16	MAGAN BAI JAIN	1261, VAID WARA, CHANDNI CHOWK,	300	300
17	KUMAR N.	14TH FLOOR, ATMA RAM, HOUSE 1, TOLSTOY MARG,	300	300
18	NARENDRA KUMAR	SECT DP 14TH FLOOR, ATMA RAM H TOLSTOY MARG,	300	300
19	NARAYANA S. MAHARA	C-243, ALBERT SQUAR, GOLE MARKET,	300	300
20	NEERAJ GUPTA	238, NIRMAN VIHAR, DELHI	350	350
21	PRADEEP KUMAR ARORA	1619, DARIBA KALAN, DELHI	250	250
22	PARKASH GUPTA	B/68, PREET VIHAR, NEW DELHI	300	300
23	RANJANA ARORA	13 A/27, W.E.A. KAROL BAGH, NEW DELHI	300	300
24	RAJENDRA K. JAIN	251, CYCLE MARKET, JHANDEWALAN,	300	300



25	C.S DAS	2, TOLSTOY MARG, 13TH FLOOR, ATMARAM HOUSE,	200	200
26	SUBHASH C. ALMAL	ATMA RAM HOUSE, 13TH FLOOR, 1, TOLSTORY MARG, DELHI.	300	300
27	SURESH GOYAL	1240, KACHA BAGH, CHANDNI CHOWK, DELHI	200	200
28	UMAKANT GUPTA	KHAITAN & CO B-72, HIMALAYA HOUSE NEW DELHI	100	100
29	UMA SHANKER	31334, KUCHA TARA CHAND, DARYA GANJ, DELHI	350	350
30	SWASTIK COMMERCIAL PVT.LTD	DORJEE BUILDING, NAM NANG ROAD GANGTOK,	397950	397950
	Total of votes of E-voting (B)=		16,36,450	16,36,450
C. Voting through Postal Ballot process				
1	NA	NA	0	0
	Total of votes of Postal Ballot (C)=		0	0
	Grand Total of Votes (A)+(B)+(C)=		16,37,300	16,37,300
	% of Total votes cast		100%	100%
	%of Total Paid-up capital of the Company as described herein above at para 7.		81.87%	81.87%



List of Equity Shareholders who casted their vote “**against**” of Resolution through Poll at Meeting & through E-voting and Postal Ballot.

S.No.	Name of the Equity Shareholder	Address	No. of equity shares held	Number of votes
A. At Venue through Poll				
	NIL	NIL	0	0
	Total of vote by Poll		(D)=	0
B. Voting through E-voting Process				
	NIL	NIL	0	0
	Total of votes of E-voting		(E)=	0
C. Voting through Postal Ballot process				
	NIL	NIL	0	0
	Total of votes of Postal Ballot		(F)=	0
	Grand Total of Votes		(D)+(E)+(F)=	0
	% of Total votes cast		0%	0%
	%of Total Paid-up capital of the Company as described herein above at para 7.		0%	0%

